

**PYXIS TANKERS INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Purposes**

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Pyxis Tankers Inc. (the “Company”) promotes the effective and efficient governance of the Company, determines the slate of director nominees for election to the Company’s Board, recommends candidates to fill vacancies in the Board and acts as the administrator under the Company’s equity incentive plan. In discharging its responsibilities, the Committee shall make recommendations to the Board concerning (i) the Company’s corporate governance principles, practices and processes, and (ii) the persons qualified to become Board members.

**Composition of the Committee**

*Size.* The size of the Committee shall be determined by the Board, but it must always have no fewer than three members.

*Qualifications.* The members of the Committee, including the Chair, shall be elected annually by the full Board. Except as permitted under the rules of the Nasdaq Stock Market LLC (“NASDAQ”), each Committee member shall be an “Independent Director” under the listing requirements of NASDAQ.

*Appointment and Removal.* The Board selects Committee members. The Committee will select a Committee Chair from among its members. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

**Duties and Responsibilities of the Committee**

The duties and responsibilities of the Committee are as follows.

- 1) Periodically review the effectiveness of the Company’s corporate governance policies and procedures.
- 2) Make recommendations to the Board regarding the criteria for Board membership.
- 3) Identify and recruit director candidates to fill positions on the Board.
- 4) Review director candidates recommended by shareholders.
- 5) Conduct the appropriate and necessary inquiries into backgrounds and qualifications of possible candidates.
- 6) Recommend the director nominees for approval by the Board.
- 7) Recommend committee members and chair nominees for approval by the Board.
- 8) Review the status of each member of the Board and make recommendations to the Board with respect to the determination of whether the Board and committee members meet the independence requirements established by applicable laws, regulations and listing requirements.
- 9) Recommend to the Board the responsibilities of each standing committee of the Board and enhancements to the structure and operation of each standing committee of the Board, including periodic review and recommendations concerning potential changes to the charters of the other standing committees of the Board as well as the code of ethics.
- 10) Make recommendations to the Board, from time to time, concerning the appropriate size and composition of the Board.

- 11) Act as the administrator under the Company's equity incentive plan.
- 12) Screen and recommend to the Board individuals qualified to become executive officers.

### **Delegation**

As the Committee deems appropriate, it may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

### **Meetings of the Committee**

The Committee shall meet in person or telephonically at least quarterly, or more frequently as it may determine necessary, to comply with its responsibilities as set forth herein. The Chair of the Committee shall, in consultation with the other members of the Committee and the appropriate officers of the Company, be responsible for calling meetings of the Committee, establishing an agenda therefor and supervising the conduct thereof. The Committee may also take any action permitted hereunder by unanimous written consent. In the absence of a member designated by the Board to serve as Chair, the members of the Committee may appoint from among their number a person to preside at their meetings.

The Committee may request any officer or employee of the Company or the Company's outside legal counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

### **Resources and Authority of the Committee**

The Committee shall have the authority, without obtaining the prior authorization of the Board, to retain and terminate outside counsel, search firms, consultants and other experts as it deems necessary or appropriate and to approve fees and other retention terms relating to such engagements. The Company must provide appropriate funding, as determined by the Committee for payment of reasonable compensation to any such outside counsel, search firm, consultant or other expert.

The Company will provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to independent counsel or any other advisors employed by the Committee and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties

Management shall assist the Committee in discharging its responsibilities and shall provide the Committee full access to all books, records, facilities and personnel of the Company.

This charter shall not be construed in a manner that imposes upon the Committee, or its members, additional duties and responsibilities or a higher standard of conduct or care than that imposed upon directors or committees of boards of directors generally, pursuant to applicable law.

### **Annual Review of Charter**

The Committee will conduct and review with the Board annually an evaluation of the adequacy of this Charter and recommend any changes to the Board. The Committee may conduct this charter evaluation in such manner as the Committee, in its business judgment, deems appropriate.

### **Annual Performance Evaluation**

The Committee will conduct and review with the Board annually an evaluation of the Committee's performance with respect to the requirements of this Charter. This evaluation should also set forth the goals and objectives of the Committee for the upcoming year. The Committee may conduct this performance evaluation in such manner as the Committee, in its business judgment, deems appropriate.